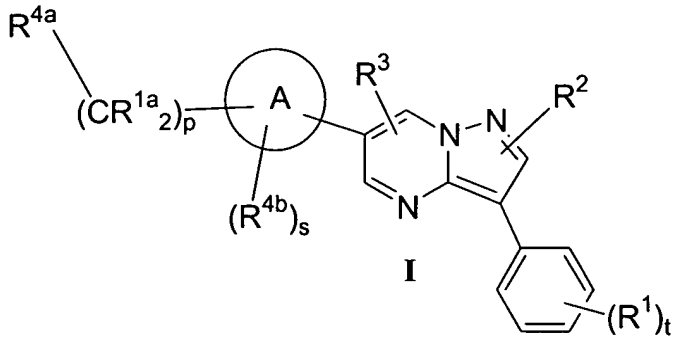
In the claims:

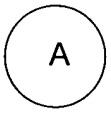
1. (Original) A compound of Formula I:



I

wherein

a and b are independently 0 or 1;
m is independently 0,1 or 2;
n is 0, 1, 2, 3, 4, 5, or 6;
p is 0, 1, 2, 3, 4, 5, or 6;
s is 0, 1or 2;
t is 0, 1, 2, or 3;


is aryl or heterocyclyl;

R^1 is independently selected from:

1) C_{1-10} alkyl,
2) C_{3-6} cycloalkyl,
3) C_{2-10} alkenyl,
4) C_{2-10} alkynyl,
5) aryl,
6) heterocyclyl,

7) OC_{1-6} alkyl-NR^5R^6,
8) NO_2,
9) OR^6, and
10) $N(R^5)_2$,

said alkyl, cycloalkyl, alkenyl, alkynyl, aryl, and heterocyclyl is optionally substituted with one or more substituents selected from R^7;

R^{1a} is independently selected from:

1) H,
2) unsubstituted or substituted C_{1-10} alkyl,
3) unsubstituted or substituted C_{3-6} cycloalkyl,
4) unsubstituted or substituted aryl, and
5) unsubstituted or substituted heterocyclyl;

R^2 is:

1) H,
2) unsubstituted or substituted C_{1-6} alkyl,
3) C_{1-3} perfluoroalkyl,
4) OR^6, or
5) halogen;

R^3 is:

1) H,
2) unsubstituted or substituted C_{1-6} alkyl,
3) C_{1-3} perfluoroalkyl,
4) OR^6, or
5) halogen;

R^{4a} is:

1) $NR^5(CR^{1a}{}_2)_nR^8$,
2) $NR^5(CR^{1a}{}_2)_nOR^5$,
3) $R^8S(O)_mR^8$,

4) $NR^5(CR^{1a}{}_2)_nC(O)NR^5R^6$,
5) halo,
6) C_2-C_6 alkenyl$(CR^{1a}{}_2)_nOR^5$,
7) C_2-C_6 alkynyl$(CR^{1a}{}_2)_nOR^5$,
8) OR^5,
9) $C(O)R^5$,
10) R^8,
11) $NR^5(CR^{1a}{}_2)_nNR^5R^6$,
12) $R^8C(O)NR^5(CR^{1a}{}_2)_nNR^5R^6$,
13) $C(O)NR^5(CR^{1a}{}_2)_nR^8$,
14) $C(O)OR^5$,
15) $C(O)NR^5(CR^{1a}{}_2)_nNR^5R^6$, or
16) $C(O)NR^5(CR^{1a}{}_2)_nOR^5$;

R^{4b} is independently selected from:

1) C_{1-10} alkyl,
2) C_{3-6} cycloalkyl,
3) C_{2-10} alkenyl,
4) C_{2-10} alkynyl,
5) aryl,
6) heterocyclyl,
7) OC_{1-6} alkyl-NR^5R^6,
8) NO_2,
9) OR^6, and
10) NR^5R^6,

said alkyl, cycloalkyl, alkenyl, alkynyl, aryl, and heterocyclyl is optionally substituted with one or more substituents selected from R^7;

R^5 and R^6 are independently selected from:

1) H,
2) halo
3) aralkyl,

4) $(C=O)O_bC_1$-C_{10} alkyl,
5) $(C=O)O_bC_3$-C_8 cycloalkyl,
6) $(C=O)O_b$aryl,
7) $(C=O)O_b$heterocyclyl,
8) C_1-C_{10} alkyl,
9) aryl,
10) C_2-C_{10} alkenyl,
11) C_2-C_{10} alkynyl,
12) heterocyclyl,
13) C_3-C_8 cycloalkyl,
14) SO_2R^a, and
15) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{7a}, or

R^5 and R^6 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocylcic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^7;

R^7 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2R^a,
7) halo,
8) CN,
9) OR^a,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^5R^6$,

12) oxo,
13) $C(O)R^a$,
14) $(N=O)R^5R^6$, and
15) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{7a};

R^{7a} is independently selected from:

1) $(C=O)_aO_b(C_1$-$C_{10})$alkyl,
2) $O_a(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkyl-$S(O)_mR^a$, wherein m is 0, 1, or 2,
4) oxo,
5) OR^a,
6) halo,
7) CN,
8) $(C_2$-$C_{10})$alkenyl,
9) $(C_2$-$C_{10})$alkynyl,
10) $(C_3$-$C_6)$cycloalkyl,
11) $(C_0$-$C_6)$alkyl-aryl,
12) $(C_0$-$C_6)$alkyl-heterocyclyl,
13) $(C_0$-$C_6)$alkyl-$N(R^b)_2$,
14) $C(O)R^a$, and
15) $(C_0$-$C_6)$alkyl-CO_2H,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, $N(R^b)_2$, and -$N(R^b)$-$(C_1$-$C_6)$alkyl-$N(R^b)_2$;

R^8 is independently selected from:

1) C_1-C_{10} alkyl,
2) aryl ,
3) heterocycle, and
4) C_3-C_{10} cycloalkyl,

said alkyl, aryl, heteorocyclyl, and cycloalkyl is optionally substituted with one or more substituents selected from R^7;

R^a is independently selected from H, $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, and heterocyclyl;

R^b is independently selected from H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, aralkyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl and $S(O)_2R^a$

or a pharmaceutically acceptable salt or stereoisomer thereof.

2. (Original) The compound according to Claim 1 wherein R^1 is independently selected from:

1) $C_{1\text{-}6}$ alkyl,
2) $C_{3\text{-}6}$ cycloalkyl,
3) $C_{1\text{-}6}$ alkoxy,
4) aryl,
5) heterocyclyl,
6) $OC_{1\text{-}6}$ alkyl-NR^5R^6, and
7) OR^6;

said alkyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with one to three substituents selected from R^7;

R^2 is:

1) H,
2) $C_{1\text{-}6}$ alkyl, or
3) OR^6;

R^{4b} is independently selected from:

1) $C_{1\text{-}6}$ alkyl,
2) $C_{3\text{-}6}$ cycloalkyl,
3) aryl,
4) heterocyclyl,
5) $OC_{1\text{-}6}$ alkyl-NR^5R^6,

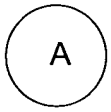
6) OR^6, and
7) NR^5R^6,

said alkyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with one to three substituents selected from R^7

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Original) The compound according to Claim 2 wherein

n is independently 0, 1, 2, 3, or 4;
s is 0 or 1;
t is 0, 1 or 2;



is phenyl, pyridyl, pyrimidinyl, thienyl, or pyrazinyl;

R^3 is:

1) H,
2) C_{1-6} alkyl, or
3) Halogen

or a pharmaceutically acceptable salt or stereoisomer thereof.

4. (Original) The compound according to Claim 3 wherein

s is 0;
t is 0 or 1;

R^1 is independently selected from

1) C_{1-6} alkyl,
2) C_{3-6} cycloalkyl,
3) OC_{1-6} alkyl-NR^5R^6,
4) OR^6, and

5) NR^5R^6,

said alkyl, alkoxy and cycloalkyl is optionally substituted with one to three substituents selected from R^7;

R^2 is H or C_{1-3} alkyl;

R^3 is H or C_{1-3} alkyl;

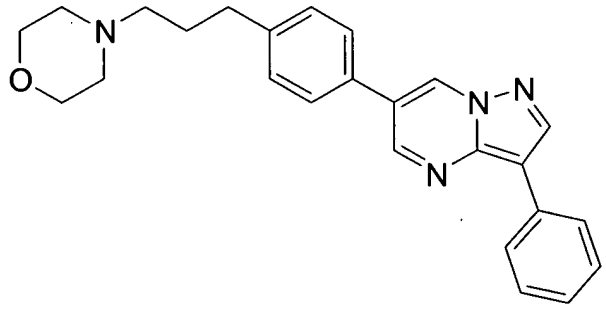
or a pharmaceutically acceptable salt or stereoisomer thereof.

5. (Original) A compound selected from:
1-phenyl-N-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]methanamine;
N-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]-N-propylamine;
N-(2-methoxyethyl)-N-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]butan-1-amine;
N-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]cyclopropanamine;
2-methoxy-N-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]ethanamine;
1-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)phenyl]-N-(pyridin-3-ylmethyl) methanamine;
1-(3-{[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]amino}propyl)pyrrolidin-2-one;
1-(1-benzylpyrrolidin-3-yl)-N-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl] methanamine;
6-(4-{[4-(methylsulfonyl)piperazin-1-yl]methyl}phenyl)-3-phenylpyrazolo[1,5-a] pyrimidine;
1-[3-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)phenyl]-N-(pyridin-3-ylmethyl) methanamine;
N-3-[3-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]-beta-alaninamide;
1-phenyl-N-[3-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]methanamine;
N-[3-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)benzyl]-N-propylamine;
6-[4-(3-morpholin-4-ylpropyl)phenyl]-3-phenylpyrazolo[1,5-a]pyrimidine;
3-phenyl-6-[4-(3-piperidin-1-ylpropyl)phenyl]pyrazolo[1,5-a]pyrimidine;
N-1-ethyl-N-2-dimethyl-N-1-{3-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)phenyl]propyl}ethane-1,2-diamine;
N-[2-(dimethylamino)ethyl]-1-{3-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)phenyl] propyl}-D-prolinamide;
N-[2-(dimethylamino)ethyl]-1-{3-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)phenyl] propyl}-L-prolinamide;
6-{4-[(4-methylpiperazin-1-yl)carbonyl]phenyl}-3-phenylpyrazolo[1,5-a]pyrimidine;
3-phenyl-6-[4-(piperazin-1-ylcarbonyl)phenyl]pyrazolo[1,5-a]pyrimidine;
4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)-N-pyrrolidin-3-ylbenzamide;
6-{4-[3-(4-methylpiperazin-1-yl)-3-oxopropyl]phenyl}-3-phenylpyrazolo[1,5-a] pyrimidine;
6-[4-(3-oxo-3-piperazin-1-ylpropyl)phenyl]-3-phenylpyrazolo[1,5-a]pyrimidine;
3-[4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)phenyl]-N-pyrrolidin-3-ylpropanamide;

N-[2-(dimethylamino)ethyl]-4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)thiophene-2-carboxamide;
4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)-N-(pyridin-3-ylmethyl)thiophene-2-carboxamide;
N-(2-methoxyethyl)-4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)thiophene-2-carboxamide;
N-(3-morpholin-4-ylpropyl)-4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)thiophene-2-carboxamide;
N-[3-(dimethylamino)-2,2-dimethylpropyl]-4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)thiophene-2-carboxamide;
N-[2-(diethylamino)ethyl]-4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)thiophene-2-carboxamide;
N-[3-(1H-imidazol-1-yl)propyl]-4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)thiophene-2-carboxamide;
4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)-N-(2-pyridin-3-ylethyl)thiophene-2-carboxamide;
N-[2-(1-methylpyrrolidin-2-yl)ethyl]-4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl) thiophene-2-carboxamide;
N-[(1-ethylpyrrolidin-3-yl)methyl]-4-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl) thiophene-2-carboxamide;
N-[2-(dimethylamino)ethyl]-6-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)pyridine-2-carboxamide; and
N-(2-aminoethyl)-6-(3-phenylpyrazolo[1,5-a]pyrimidin-6-yl)pyridine-2-carboxamide;

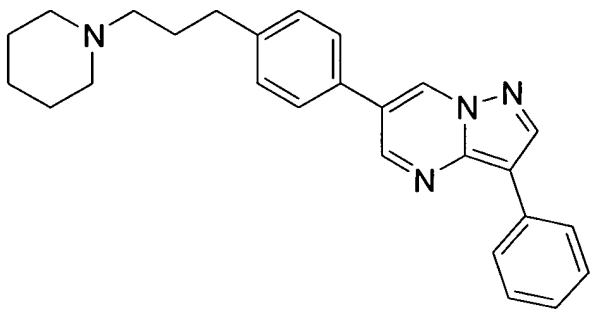
or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Original) The compound according to Claim 5 which is 6-[4-(3-morpholin-4-ylpropyl)phenyl]-3-phenylpyrazolo[1,5-a]pyrimidine



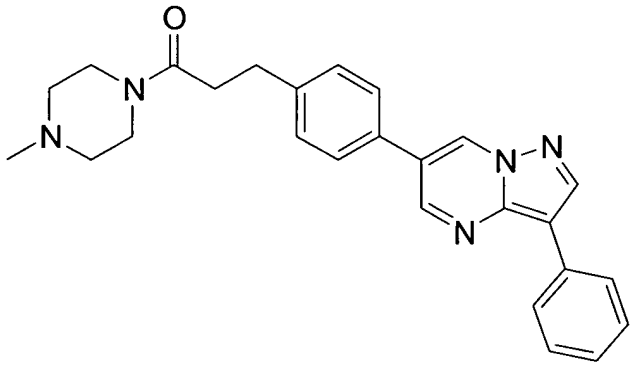
or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) The compound according to Claim 5 which is 3-phenyl-6-[4-(3-piperidin-1-ylpropyl)phenyl]pyrazolo[1,5-a]pyrimidine



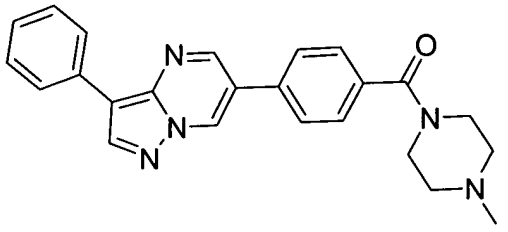
or a pharmaceutically acceptable salt or stereoisomer thereof.

8. (Original) The compound according to Claim 5 which is 6-{4-[3-(4-methylpiperazin-1-yl)-3-oxopropyl]phenyl}-3-phenylpyrazolo[1,5-a] pyrimidine



or a pharmaceutically acceptable salt or stereoisomer thereof.

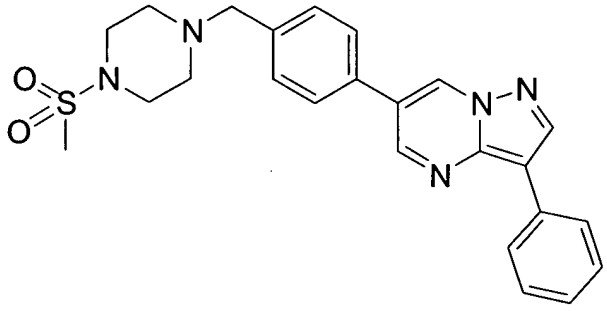
9. (Original) The compound according to Claim 5 which is 6-{4-[(4-methylpiperazin-1-yl)carbonyl]phenyl}-3-phenylpyrazolo[1,5-a]pyrimidine



or a pharmaceutically acceptable salt or stereoisomer thereof.

10. (Original) The compound according to Claim 5 which is

6-(4-{[4-(methylsulfonyl)piperazin-1-yl]methyl}phenyl)-3-phenylpyrazolo[1,5-a] pyrimidine



or a pharmaceutically acceptable salt or stereoisomer thereof.

11. (Original) A pharmaceutical composition which is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

12. (Original) A method of treating or preventing cancer in a mammal in need of such treatment which is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

13. (Original) A method of treating cancer or preventing cancer in accordance with Claim 12 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

14. (Cancelled)

15. (Original) A method of treating or preventing a disease in which angiogenesis is implicated, which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

16. (Original) A method in accordance with Claim 15 wherein the disease is an ocular disease.

17. (Original) A method of treating or preventing retinal vascularization which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

18. (Original) A method of treating or preventing diabetic retinopathy which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

19. (Original) A method of treating or preventing age-related macular degeneration which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

20. (Cancelled)

21. (Original) A method of treating or preventing retinal ischemia which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

22. (Cancelled)

23. (Cancelled)

24. (Cancelled)

25. (Cancelled)

26. (Cancelled)

27. (Cancelled)

28. (Cancelled)

29. (Cancelled)

30. (Cancelled)

31. (Cancelled)

32. (Original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) agent useful in the treatment of neutropenia, and
17) an immunologic-enhancing drug.

33. (Original) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,

3) retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) agent useful in the treatment of neutropenia, and
17) an immunologic-enhancing drug.

34. (Cancelled)

35. (Cancelled)

36. (Cancelled)

37. (Cancelled)

38. (Cancelled)